



Order Filed on December 14, 2023
by Clerk
U.S. Bankruptcy Court
District of New Jersey

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**
Caption in Compliance with D.N.J. LBR 9004-1(b)

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In re:

BLOCKFI INC., *et al.*,¹

Debtors

Case No. 22-19361 (MBK)

Judge Michael B. Kaplan

Chapter 11

(Jointly Administered)

**MODIFIED ORDER ALLOWING INTERIM COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES OF THE DEBTORS' RETAINED PROFESSIONALS**

The relief set forth on the following pages(s), number two (2) through four (4), is hereby
ORDERED.

DATED: December 14, 2023


Honorable Michael B. Kaplan
United States Bankruptcy Judge

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BLOCKFI INC., et al.

Chapter 11, Case No.: 22-19361 (MBK) (Jointly Administered)

Modified Order Granting Interim Compensation for the Debtors' Retained Professionals

Upon the interim fee applications (the “Interim Applications”) of the professionals retained in the above-captioned Debtors’ chapter 11 cases and listed on **Exhibit A** hereto (collectively, the “Retained Professionals” and each a “Retained Professional”), and this Court having previously authorized the employment of the Retained Professionals in the Debtors’ cases; and this Court having previously entered the *Order Allowing Interim Compensation for Services Rendered and Reimbursement of Expenses of the Debtors’ Retained Professionals* with respect to (I) Kirkland and Ellis LLP and Kirkland and Ellis International LLP [Docket No. 1964]; (II) Haynes and Boone, LLP [Dkt. No. 1969]; (III) Cole Schotz P.C. [Dkt. No. 1968]; (IV) Moelis & Company LLC, [Dkt. No. 1966]; (V) Deloitte Tax LLP [Dkt. No. 1967]; and (VI) Kroll Restructuring Administration LLC [Dkt. No 1965], entered on December 13, 2023 (collectively, the “Interim Compensation Orders”); and it appearing that all of the requirements of sections 327, 328, 330, and 331 of title 11 of the United States Code, as well as Rule 2016 of the Federal Rules of Bankruptcy Procedure and the local rules of this Court have been satisfied; and it further appearing that the fees and expenses incurred were reasonable and necessary; and proper and adequate notice of the Interim Applications has been given and that no other or further notice is necessary; and no objections or other responses having been filed with regard to the Interim Applications; and in consideration of the various recommendations of the fee examiner, Elise S. Frejka (the “Fee Examiner”) with respect to the Interim Applications as set forth in the *Fee Examiner’s Consolidated Final Report Regarding Second Interim Fee Applications of Professionals Retained by the Debtors* [Docket No. 1933]; and the Court having considered the Interim Applications of the Retained Professionals and the Consolidated Report, and good and sufficient cause appearing therefore, accordingly,

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BLOCKFI INC., et al.

Chapter 11, Case No. : 22-19361 (MBK) (Jointly Administered)

Modified Order Granting Interim Compensation for the Debtors' Retained Professionals

IT IS HEREBY ORDERED THAT

1. Except as set forth herein, the Interim Compensation Orders and the findings set forth therein shall remain in full force and effect.

2. The Interim Applications are hereby approved in the modified amounts set forth on **Exhibit A** attached to this Order, which **Exhibit A** modifies and amends **Exhibit A** attached to the Interim Compensation Orders.

3. The Retained Professionals are hereby granted allowance of compensation and reimbursement of expenses in the amounts set forth on **Exhibit A** to this Order under the columns entitled "Total Amount Allowed per Court Order (Fees)" and "Total Amount Allowed per Court Order (Expenses)" (jointly, the "Modified Allowed Professional Claims").

4. The Wind-Down Debtors² are hereby authorized and directed to remit to each Retained Professional the full amount of the Modified Allowed Professional Claims less any and all amounts previously paid on account of such fees and expenses. Without limiting the foregoing, any amounts previously held back with respect to the period covered by the Interim Applications may be released in payment of the Modified Allowed Professional Claims.

5. This Order shall constitute a separate order for each Retained Professional and the appeal of any order with respect to any Retained Professional shall have no effect on the authorized fees and expenses of the other Retained Professionals.

² As defined in the Third Amended Joint Chapter 11 Plan of BlockFi Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Additional Technical Modifications).

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6. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation or interpretation of this Order.

EXHIBIT A

BLOCKFI INC., et al. Case No.: 22-19361 (MBK)

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustment	Total Amount Allowed per Court Order (Fees)	Total Amount Allowed per Court Order (Expenses)
Kirkland & Ellis LLP and Kirkland and Ellis International LLP, <i>Co-Counsel to the Debtors</i> (Dkt. No. 1616)	04/01/2023 – 07/31/2023	\$6,283,704.00	\$15,000.00	\$1,065,031.40	\$0.00	\$6,268,704.00	\$1,065,031.40
Haynes and Boone, LLP, <i>Co-Counsel to the Debtors</i> (Dkt. No. 1575)	04/01/2023 – 07/31/2023	\$4,499,553.40	\$0.00	\$92,745.16	\$0.00	\$4,499,553.40	\$92,745.16
Cole Schotz P.C., <i>Local Counsel to the Debtors</i> (Dkt. No. 1572)	04/01/2023 – 07/31/2023	\$348,436.50	\$0.00	\$4,960.63	\$2,755.71	\$348,436.50	\$2,204.92
Moelis & Company LLC, <i>Investment Banker, Capital Markets Advisor, and Financial Advisor to the Debtors</i> (Dkt. No. 1580)	04/01/2023 – 07/31/2023	\$800,000.00	\$0.00	\$20,766.63	\$0.00	\$800,000.00	\$20,766.63
Deloitte Tax LLP (<i>Tax Services Provider to the Debtors</i>) (Dkt. No. 1513)	03/01/2023 – 7/31/2023	608,099.50	\$1,000.00	\$0.00	\$0.00	\$607,099.50	\$0.00
Kroll Restructuring Administration LLC, <i>Administrative Advisors to the Debtors</i> (Dkt. No. 1571)	04/01/2023 – 07/31/2023	\$34,716.97	\$0.00	\$0.00	\$0.00	\$34,716.97	\$0.00